

Sara B. Brody (SBN 130222)
 SIDLEY AUSTIN LLP
 555 California Street
 San Francisco, California 94104
 Telephone: (415) 772-1200
 Facsimile: (415) 772-7400
sbrody@sidley.com

Andrew W. Stern (*pro hac vice application pending*)
 SIDLEY AUSTIN LLP
 787 Seventh Avenue
 New York, New York 10019
 Telephone: (212) 839-5300
 Facsimile: (212) 839-5599
astern@sidley.com

*Attorneys for SMART Technologies Inc.,
 Apax Partners, David A. Martin,
 Nancy L. Knowlton, G.A. Fitch, Salim Nathoo
 and Arvind Sodhani*

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 OAKLAND DIVISION

THOMAS E. HARPER and DIANE KEENE,
 Individually and On Behalf of All Others
 Similarly Situated,
 Plaintiffs,
 vs.
 SMART TECHNOLOGIES, INC., DAVID A.
 MARTIN, NANCY L. KNOWLTON, G.A.
 FITCH, SALIM NATHOO, ARVIND
 SODHANI, INTEL CORPORATION, APAX
 PARTNERS, MORGAN STANLEY & CO.
 INC., DEUTSCHE BANK AG, and RBC
 DOMINION SECURITIES INC,
 Defendants.

Case No. 11 CV 5232 (SBA)

Assigned to: Hon. Sandra Brown Armstrong

**DECLARATION OF ANDREW W. STERN
 IN FURTHER SUPPORT OF
 DEFENDANTS' MOTION TO TRANSFER
 THIS ACTION OR, IN THE
 ALTERNATIVE, TO DISMISS OR STAY
 THIS ACTION AND STRIKE THE CLASS
 ALLEGATIONS**

Date: March 13, 2012

Time: 1:00 P.M.

Place: Courtroom 1, 4th Floor

1 I, Andrew W. Stern, declare as follows:

2 1. I am an attorney with the law firm of Sidley Austin LLP, counsel for Defendants
3 SMART Technologies Inc. ("SMART"), Apax Partners, David A. Martin, Nancy L. Knowlton, G.A.
4 Fitch, Salim Nathoo and Arvind Sodhani (the "SMART Defendants," and, together with the other
5 named defendants, "Defendants"). I have personal knowledge of all facts in this declaration and
6 would, if called upon to do so, testify competently thereto.

7 2. I make this declaration in support of Defendants' Motion to Transfer this Action, or
8 in the Alternative, to Dismiss or Stay this Action and Strike the Class Allegations.

9 3. Attached as Exhibit A is a true and correct copy of a Notice of New Authority
10 Relevant to Defendants' Joint Motion to Transfer the Action to the Eastern District of Pennsylvania
11 Pursuant to 28 U.S.C. § 1404(a), as filed on August 13, 2010 by the defendants in the action
12 captioned *West Palm Beach Police Pension Fund v. Cardionet, Inc., et al.*, No. 3:10-cv-00711-L-
13 NLS, then pending in the United States District Court for the Southern District of California.

14 4. Attached as Exhibit B is a true and correct copy of a November 29, 2011 letter to the
15 Court from Avi Josefson of Bernstein Litowitz Berger & Grossmann LLP, court-appointed Lead
16 Counsel to Lead Plaintiff City of Miami General Employees' and Sanitation Employees' Retirement
17 Trust in the putative class action captioned *McKenna v. SMART Technologies Inc.*, currently pending
18 in the United States District Court for the Southern District of New York before Judge Katherine B.
19 Forrest, under Case No. 11-CV-7673.

20 Executed this 16th day of December, 2011, at New York, New York

21
22 /s/ Andrew W. Stern
23 Andrew W. Stern
(pro hac vice application pending)
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